



Terms of Appointment of an Independent Director

Ref:

Date:

Director's Name:

Director's Address:

Appointment Letter

Dear Sir,

I am pleased to inform you that the Board of Directors of the Company have appointed you as an _____ of the Company pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, read with Schedule IV of the said Act, at the _____ Board Meeting of the Company held on _____. I am writing to set out the terms of appointment as an independent Director.

Term of appointment

The proposal for your appointment as an Independent Director of the Company will be placed before the next General Meeting, for a term of three years until the conclusion of the AGM for the year _____.

As an Independent Director you will not be liable to retire by rotation.

Re-appointment, if any, at the end of the term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Board and the shareholders. Your appointment will be considered by the Board of Directors based on the outcome of the performance evaluation process and you continuing to meet the independence criteria.

Your appointment is also subject to the maximum permissible directorships that one can hold as per the provisions of the Companies Act, 2013.

During your term of appointment, you will not be appointed in or associated with the Company in any other capacity, either directly or indirectly.

Committees

The Board of Directors may, as it deems fit, invite you for being appointed on one or more existing Committees or any such other Committee that is set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations. Currently the Board has constituted four Committees viz., the Audit Committee, the Stakeholders Relationship Committee, the Nomination & Remuneration Committee, and the Corporate Social Responsibility Committee. The Board also constitutes sub-committees as and when necessary. The responsibilities of the above stated Committees /Sub-Committees are in terms of the relevant clauses/ provisions of the Listing Agreement and the Companies Act, 2013 and such other powers delegated by the Board from time to time.

Professional conduct

As an Independent Director, you shall;

- a) Uphold ethical standards of integrity and probity;
- b) Act objectively and constructively while exercising your duties;
- c) Exercise responsibilities in a *bona fide* manner and in the interest of the Company;
- d) Devote sufficient time and attention to your obligations for informed and balanced decision making;
- e) Not allow any extraneous considerations that will vitiate your exercise of objective independent judgment in the paramount interest of the Company while concurring in or dissenting from collective judgment of the Board in its decision making;
- f) Not abuse your position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or for any associated person;
- g) Refrain from any action that would lead to loss of your independence and inform the Board immediately of circumstances which make you lose your independence as a director;
- h) Assist the Company in implementing the best corporate governance practices.

Fiduciary duties

As an independent director on the board of the Company you shall:

- a) Help in bringing independent judgment to the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct and always act in the best interest of the Company and its various stakeholders;
- b) Undertake appropriate induction and regularly update skills and knowledge, keep yourself well informed about the Company and the industry environment and seek appropriate clarifications, where necessary;
- c) Raise concerns, if any in connection with the functioning of the Company, and ensure these are addressed by the Board;
- d) Not unfairly obstruct the functioning of the Board or Committee meetings;
- e) Pay sufficient attention and ensure that adequate deliberations are held and considered carefully in the best interest of the Company, before approving Board and Committee matters;
- f) Bring an objective view in the evaluation of the performance of Board and management;
- g) Satisfy yourself on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- h) Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

Duties towards the Company

As an Independent Director you have the same responsibilities to the Company as any other Director and as such as you shall:

- a) Act in accordance with the articles of the Company;
- b) Be well informed about the Company and the external environment in which it operates;

- c) Strive to attend all meetings of the Board of Directors and the Committees of which you are a member as well as the general meetings of the Company and provide sufficient time to meet the expectations from the position of an Independent Director;
- d) Participate constructively and actively in the Committees of the Board in which you are the chairperson or a member;
- e) Not disclose confidential information, including commercial secrets, advertising and sales promotion plans, unless such disclosure is expressly approved by the Board or required by law;
- f) Act in good faith in order to promote the objects of the Company in the best interest of various stakeholders viz., employees, borrowers, depositors, shareholders, debenture holders, lenders etc.;
- g) Not get involved in a situation in which you may have a direct or indirect interest that conflicts, or may conflict, with the interest of the Company;
- h) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company
- i) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- j) Not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates;
- k) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- l) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- m) act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- n) Hold a separate meeting with other independent directors atleast once a year to perform duties as mentioned in Schedule IV of the Companies Act, 2013;
- o) Not assign your office.

You shall also perform all other roles, responsibilities as laid down in the Schedule IV and all other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force).

You will be expected to perform your duties, whether statutory, fiduciary or common law diligently to a standard commensurate with both your functions and duties & your skills, experience and knowledge.

The Company has in place a Code of Conduct, which aims at laying down a set of standard policies and guidelines in line with the Companies corporate values, applicable to directors and senior management team. You would be required to annually confirm adherence to the said Code.

Copies of the Schedule IV of the Companies Act, 2013, Code of Conduct form annexure to this letter.

Confidentiality and access to records

Directors have a right of access to Company's documents and records, including financial records, as per the provisions of the Act 2013; and any confidential information, which may come to your knowledge in the performance of your duties as a director of the Company must not be divulged, except so far as (i) it may be necessary in connection with the proper performance of your duties to the Company; (ii) the Company may, from time to time, authorise you to disclose such information, as may be required by you with the condition that you will take all reasonable precautions, as may be necessary to maintain the secrecy and confidentiality of all confidential information of the Company; (iii) you may be required by law to disclose.

Remuneration

You will not be an employee of the Company and this letter does not constitute a contract of employment.

You will be entitled to a sitting fee for attending Board and Committee meetings of the Company as may be decided, as per the provisions of Section 197 of the Act 2013 and the AoA, as fixed by the board from time to time; The sitting fees presently paid to the Non-Executive Independent Director is Rs.10,000/- (Rupees Ten Thousand only) per meeting of the Board or Rs.10,000/- (Rupees Ten Thousand only) per meeting of a Committee thereof, subject to TDS at applicable rates. In addition to the sitting fee, the Company will reimburse you for travel, hotel and other incidental expenses incurred by you in the performance of your role and duties, for the period of your appointment.

It is a pleasure to have you on the Board. We are confident that your association, expertise and advice will immensely benefit the Company and the Board.

Kindly confirm your acceptance to the terms set out above by signing and returning a copy of this letter for enabling the Company to make this letter publicly available.

Best Regards,

On behalf of the Board of Directors
For Bafna Pharmaceuticals Limited,

Sd/-

Executive Director
(DIN-)

I confirm my acceptance to the above terms and conditions of appointment as non-executive Independent Director on the Board of the Company, as appointed by the Board at the _____ Board Meeting of the Company held on _____.

Sd/-

Name of the Director
Designation of Director
(DIN-)

For Bafna Pharmaceuticals Limited

Sd/-
(Vishnu Vasudeva Kuppa)
Company Secretary & Compliance Officer

This policy was adopted in 2/2023-2024, Board of Directors Meeting held on May 27, 2023.